

RECORDATION NO. 23521-14 FILED

MAR 28 '03 3:52 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 28, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: El-Mo II Trust No. 2001-E

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement No. E4, dated March 31, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was filed with the Board under Recordation Number 23521.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: El-Mo Leasing II Corporation
9301 West 55th Street
La Grange, Illinois 60525

A description of the railroad equipment covered by the enclosed document is:

45 SD70M locomotives within the series UP 3875 – UP 3973

Mr. Vernon A. Williams
March 28, 2003
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. E4

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

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SURFACE TRANSPORTATION BOARD

EL-MO II TRUST NO. 2001-E

MEMORANDUM OF LEASE SUPPLEMENT NO. E4

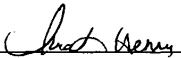
Memorandum of Lease Supplement No. E4 made and entered into on March 31, 2003 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, a Delaware corporation ("*Lessee*").

WITNESSETH

1. The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated as of June 27, 2001, as amended, subject to the term defined in said Lease Agreement.
2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board on June 26, 2001 under Recordation Number 23521 pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Lease Supplement No. E4 dated March 31, 2003, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity, but solely as
Owner Trustee

By 
Name: **TIRA HENRY**
Title: **Financial Services Officer**

Executed on this 26 day of March 2003.

EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of March 2003.

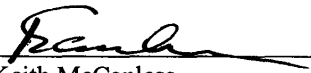
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity, but solely as
Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of March 2003.

EL-MO LEASING II CORPORATION

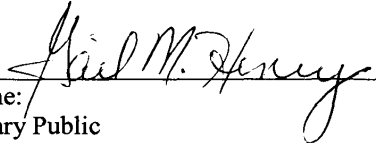
By 
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this 26 day of March 2003.

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 26 day of March 2003, before, a Notary Public in and for said County and State, personally appeared TIRA HENRY, who being by me duly sworn, says that (s)he is the Financial Services Officer of Wilmington Trust Company, that said instrument was signed on March __, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: _____
Notary Public
My Commission Expires: _____
Residing in Newark, DE
GAIL M. HENRY
NOTARY PUBLIC-DELAWARE
My Commission Expires October 20, 2004

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the ____ day of March 2003, before me, a Notary Public in and for said County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on March __, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the _____ day of March 2003, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of Wilmington Trust Company, that said instrument was signed on March ____, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

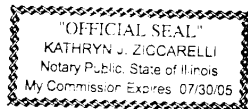
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the 26th day of March 2003, before me, a Notary Public in ~~and~~ ^{DuPage County} for said ~~County and~~ State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on March 26, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kathryn J. Ziccardi
Name: Kathryn J. Ziccardi
Notary Public
My Commission Expires: 7/30/05
Residing in DuPage County

[SunTrust]

EXHIBIT A

Equipment:	General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives
Quantity:	Forty-Five (45) Units
Road Numbers: Prefix UP	3875, 3876, 3877, 3878, 3879, 3881, 3882, 3883, 3884, 3885, 3886, 3887, 3888, 3889, 3890, 3891, 3892, 3893, 3894, 3895, 3896, 3897, 3898, 3899, 3900, 3901, 3902, 3903, 3904, 3905, 3906, 3907, 3908, 3909, 3910, 3911, 3913, 3914, 3915, 3916, 3918, 3919, 3971, 3972, 3973